

**BEFORE THE SECURITIES COMMISSIONER
OF THE STATE OF KANSAS**

In the Matter of:

LION SHARE CAPITAL, LLC,
LION SHARE CAPITAL PARTNERS, L.P.,
JEFFREY K. WILLIAMS,
SHERRILYNN L. FRIERSON,
MARK K. NORDYKE,
GREGORY A. BUSS,
and their representatives and agents,

Docket No. 10 E 011
KSC No. 2009-5588

Respondents.

_____/

Pursuant to K.S.A. 17-12a604 and K.S.A. 50-1009

STIPULATION FOR CONSENT ORDER

This proceeding follows an investigation conducted by the Office of the Securities Commissioner of Kansas. As a result of the investigation, staff for the Securities Commissioner alleges that Respondent Jeffrey K. Williams [hereinafter “Respondent Williams”] violated the Kansas Uniform Securities Act and the Kansas Loan Brokers Act. The allegations were contained in a Cease and Desist Order issued by the Commissioner on December 11, 2009, and the allegations are incorporated herein by reference.

Respondent Williams, wishing to obtain a disposition of this matter without invoking any rights to a hearing, has determined not to contest the issuance of the attached Consent Order on the basis of the above-referenced allegations.

IT IS, THEREFORE, STIPULATED AND AGREED by and between Respondent Williams and the staff of the Securities Commissioner of Kansas that:

1. Respondent Williams acknowledges that the Securities Commissioner for the State of Kansas has jurisdiction over Respondent Williams and the subject matter of this action.

2. Respondent Williams waives his right to any hearing to contest the allegations set forth in the Cease and Desist Order and he consents to the issuance of the attached Consent Order on the basis of the allegations contained in the Cease and Desist Order. He acknowledges that the Commissioner will enter a permanent Cease and Desist Order in the attached Consent Order without further proceedings.

3. Respondent Williams waives the right to seek judicial review of this proceeding.

4. Respondent Williams neither admits nor denies the allegations of the Commissioner's staff.

APPROVED BY:

/s/ Jeffrey K. Williams
Jeffrey K. Williams
Respondent

May 24, 2010
Date

State of Kansas)
)ss.
County of Sedgwick)

This Stipulation for Consent Order was signed before me on the 24th day of May, 2010, by Jeffrey K. Williams.

/s/ Robert L. Wheeler
Notary Public

(seal)

My Appointment Expires: July 11, 2010

/s/ Gail Bright

Gail E. Bright, #14572

Associate General Counsel

Office of the Kansas Securities Commissioner

618 S. Kansas Ave.

Topeka, Kansas 66603

May 28, 2010

Date